



PATRICK D. CROCKER
patrick@crockerlawfirm.com

February 12, 2018

Kavita Kale
Michigan Public Service Commission
7109 W. Saginaw Highway
Lansing, MI 48917

RE: CMC TELECOM AND INTERNET, INC.
MPSC Case No. U-18483

Dear Ms. Kale:

CMC Telecom and Internet, Inc. ("CMCTI") filed an Application for temporary and permanent license to provide basic local exchange service throughout the State of Michigan in the zone and exchange areas served by AT&T Michigan, Frontier North Inc., and Frontier Midstates Inc. in the above captioned Case Number.

Enclosed please find the First Amended Application submitted in the above captioned matter.

Should you have any questions, please contact the undersigned at (269) 381-8893 or patrick@crockerlawfirm.com.

Very truly yours,

CROCKER & CROCKER

A handwritten signature in black ink, appearing to be "Patrick D. Crocker", written over a light gray background.

Patrick D. Crocker

PDC/pas

STATE OF MICHIGAN
BEFORE THE MICHIGAN PUBLIC SERVICE COMMISSION

In the Matter of the Application of)
CMC TELECOM AND INTERNET, INC)
for Temporary and Permanent Licenses to)
Provide Basic Local Exchange Service) **Case No. U-18483**
Throughout the State of Michigan in the Zone)
and exchange areas served by AT&T Michigan,)
Frontier North Inc., Frontier Midstates Inc.)

FIRST AMENDED
APPLICATION OF CMC TELECOM AND INTERNET, INC.
FOR TEMPORARY AND PERMANENT LICENSES TO PROVIDE BASIC LOCAL
EXCHANGE SERVICE IN THE STATE OF MICHIGAN

CMC TELECOM AND INTERNET, INC. (“CMCTI” or “Applicant”), by and through its attorneys, Crocker & Crocker, pursuant to §§ 301 and 302 of the Michigan Telecommunications Act (“MTA”), 1991 PA 179, as amended, MCL 484.2101 et seq.; hereby applies to the Michigan Public Service Commission (“Commission”) for a temporary and permanent license to provide basic local exchange services in the incumbent carrier geographic territories of AT&T Michigan; Frontier North Inc. and Frontier Midstates Inc. (collectively, “Frontier”) in the State of Michigan. CMCTI proposes to provide basic local exchange service on both a reseller and facilities-based basis, as well as provide non-licensed and unregulated telecommunications services on a competitive basis.

The Commission has determined that the public interest would be served by ensuring competition in the local exchange, intraLATA toll and interLATA markets. CMCTI proposes to compete with the incumbent LECs, other competitive local carriers, and providers of long distance services by providing high quality, fairly-priced, innovative telecommunications services. CMCTI’s entry into the market will make efficient use of existing communications resources and increase diversification and reliability in the supply of communications services. Further, its services will aid the expansion of the telecommunications industry in Michigan.

Approval of this Application will further the purposes of the MTA, as well as the Federal Telecommunications Act of 1996 (“Act”). Therefore, CMCTI respectfully asks that the Commission grant it a permanent license after hearing. CMCTI further requests the granting of a temporary license to provide basic local exchange service throughout the State of Michigan in the zone and exchange areas in which AT&T Michigan, Frontier North Inc., and Frontier Midstates Inc., are the incumbent local exchange carriers pursuant to Section 301(2) of the MTA. Section 301(2) states, “pending the determination of an application for a license the Commission without notice and hearing may issue a temporary license for a period not to exceed one year.” Granting CMCTI a temporary license will allow it to promptly begin the negotiation of interconnection arrangements with the incumbent carriers and take other steps that are necessary prerequisites to CMCTI’s commencement of service in Michigan. CMCTI will provide basic local exchange service under the temporary license in accordance with the regulatory requirements specified in the MTA. CMCTI will submit a final tariff reflecting the services that it will offer and identifying the specific zone and exchanges in which it will offer service.

In support thereof, CMCTI provides the following information:

I. NAME AND ADDRESS OF APPLICANT:

CMC TELECOM AND INTERNET, INC.
107 W Michigan Ave, 4th Floor
Kalamazoo, MI 49007

Correspondence concerning this Application should be directed to Applicant’s regulatory counsel:

Patrick D. Crocker
Crocker & Crocker
The Kalamazoo Building
107 W Michigan Avenue, 4th Floor
Kalamazoo, MI 49007
Telephone: (269) 381-8893
Facsimile: (269) 381-4855
E-Mail: patrick@crockerlawfirm.com

Regulatory Contact:

Patrick D. Crocker, Secretary
CMC Telecom and Internet, Inc.
107 W Michigan Avenue, 4th Floor
Kalamazoo, MI 49007
Telephone: (269) 381-8893
Facsimile: (269) 381-4855
E-Mail: patrick@crockerlawfirm.com

II. APPLICANT FULLY MEETS THE REQUIREMENTS OF SECTION 302(1) OF THE MTA FOR A LICENSE TO PROVIDE BASIC LOCAL EXCHANGE SERVICE

Section 302(1) of the MTA (MCL 484.2302(1)) provides that, after notice and hearing, the Commission shall approve an application for a license if it finds that: a) the applicant possesses sufficient technical, financial, and managerial resources and abilities to provide basic local exchange service within the geographic area of the license and that the applicant intends to provide service within 1 year from the date the license is granted, and b) the granting of a license to the applicant would not be contrary to the public interest.

As explained in further detail below, CMCTI fully meets the requirements of Section 302(1). As required by Section 203(7) of the MTA, CMCTI is submitting the testimony of Krista K. Crocker, as well as several exhibits in support of this Application. Upon issuance of a license, and the completion of negotiations with the incumbent carriers, CMCTI will promptly file, and electronically post to the Internet, a tariff that complies with all Commission rules and regulations and lists the rates, terms and conditions of service.

A. Description or Identification of Geographic Area for which License is Sought

CMCTI will serve the zones and exchanges as mapped and described by Michigan's incumbent local exchange carriers, particularly AT&T Michigan; Frontier North Inc. and Frontier Midstates Inc.; (known collectively as "incumbent carriers" or "ILECs"). The local calling area will be the same, if not greater than the ILECs' existing local calling areas. This means that CMCTI's customers will have at least the same, or larger, local calling area as if they remained customers of the ILECs. CMCTI intends to mirror the map and legal description section of the tariffs and/or

service guides filed by the ILECs for the zones and exchanges it proposes to serve. CMCTI understands that any future modification to these zone and exchange boundaries or legal descriptions of these boundaries will be automatically mirrored by CMCTI on a going-forward basis. If not mirrored, new detailed maps and legal descriptions, on an individual exchange basis, will be filed with the Commission for approval.

B. Description of CMCTI's general financial, technical and managerial resources:

1. Background Corporate Information.

CMCTI is a Michigan corporation, incorporated on May 5, 2017. A copy of CMCTI's Articles of Incorporation is attached as **Exhibit A-1** to the pre-filed testimony. CMCTI is a wholly owned subsidiary of NRC RUNOFF, LLC which is a Limited Liability Company organized in the State of Michigan. An Organizational Chart is included in **Exhibit A-1**. Affiliate information is included in Confidential **Exhibit A-1-1** Affiliate Chart.

2. Management Team

A list of the officers of CMCTI is provided in **Exhibit A-2** to the pre-filed testimony. Officers may be contacted at the corporate headquarters address at 107 W Michigan Ave, 4th Floor, Kalamazoo, MI 49007.

Applicant's management team has experience in providing telecommunications services. The management team will be using their managerial and technical experience to bring CMCTI's services to Michigan. CMCTI submits that its managerial experience and expertise demonstrated by these individuals ensures that it is fully capable of carrying out its proposal to bring economically priced telecommunications options to Michigan's marketplace. Biographies of key personnel are attached as **Exhibit A-3** to the pre-filed testimony.

3. Financial Qualifications

CMCTI possesses the financial capability to service the public as proposed and is financially committed to providing superior telecommunications services. CMCTI's affiliate will

provide financial support for services provided in Michigan. The Affiliate's Financial Statements are attached as Confidential **Exhibit A-4** in accordance with §210 of the MTA.

4. Managerial Qualifications

CMCTI possesses the managerial qualifications to provide its proposed local exchange telecommunications services. CMCTI's management team has extensive experience in telecommunications technology service provision, and will ensure the CMCTI's operations will meet the most demanding standards for service quality and reliability. See **Exhibit A-3**.

5. Technical Qualifications

CMCTI is technically qualified to provide the proposed local exchange services in the State of Michigan. As stated above, CMCTI's management has extensive management and telecommunications experience. See **Exhibit A-3**.

CMCTI will implement procedures necessary to prevent any unfair marketing practices. CMCTI will comply with the applicable intraLATA access requirements of incumbent local exchange telephone companies, and with all other applicable Commission rules, regulations and standards.

C. Demonstration of Applicant's Intent to Provide Service within One Year from the Date the License is granted

CMCTI intends to offer service within one year of the date a license is granted by the Commission. On September 25, 2017, CMCTI's parent, NRC RUNOFF, LLC, entered into an Asset Purchase Agreement with CMC Telecom, Inc. ("CMC Telecom") to acquire the assets of CMC Telecom, which filed a Voluntary Petition for Reorganization under Chapter 11 of the Bankruptcy Code, *Re CMC Telecom, Inc.* Case No. 15-50082 (Bankruptcy Court, ED Mich) and requested approval of the Bankruptcy Court for the sale. Prior to the provision of service in Michigan, several important developments must occur. These developments include the approval of the purchase and sale by the US Bankruptcy Court, the Commission's issuance of a license, successful negotiation of interconnection agreements, and

the completion and filing of a final tariff with the Commission for CMCTI's regulated basic local exchange services.

On the Commission's granting of a license to CMCTI, the completion of negotiations with the incumbent carriers, CMCTI will promptly file a tariff that complies with the Commission's rules and regulations and lists the rates, terms, and conditions of service. CMCTI does not intend to provide Competitive Access Provider Services. Accordingly, no CAP tariff will be filed.

D. Public Interest Impact

Both the Michigan Legislature and the United States Congress have determined that it is in the public interest to promote competition in the provision of telecommunications services. As discussed above, the Federal Act was designed to promote increased competition in the telecommunications market. Moreover, the Commission has already determined that the granting of applications for competing licenses to provide basic local exchange services is in the public interest. Enhanced competition in telecommunications services likely will further stimulate economic development in Michigan.

E. Request for a Temporary License

CMCTI further requests the granting of a temporary license. MCL 484.2301(2) states; "Pending the determination of an application for a license, the commission without notice and hearing may issue a temporary license for period not to exceed 1 year." Granting CMCTI a temporary license will allow it to begin promptly the negotiation of interconnection arrangements necessary to provide service. CMCTI will provide basic local exchange service under the temporary license in accordance with the regulatory requirements specified in the MTA. Before commencing basic local exchange service under the temporary license, CMCTI will submit its tariffs reflecting the services that it will offer and identifying the exchange in which it will offer service.

F. Notice

Section 302 of the MTA requires a hearing in connection with the issuance of a new license. CMCTI will therefore consult with the Commission's Executive Secretary to identify interested persons and to determine the proper format and procedure for giving proper notice.

CONCLUSION

CMCTI has demonstrated that it possesses sufficient technical, financial and managerial resources and abilities to provide basic local exchange service in the areas requested. CMCTI has also demonstrated that granting the license will not adversely affect the public interest.

WHEREFORE, CMC TELECOM AND INTERNET, INC. respectfully requests that the Commission enter an Order which:

- (1) grants CMC TELECOM AND INTERNET, INC., a temporary license to provide basic local exchange services in the zone and exchange areas throughout the state of Michigan in the incumbent local exchange territories of AT&T Michigan; Frontier North Inc.; and Frontier Midstates Inc. and,
- (2) grants CMC TELECOM AND INTERNET, INC., a permanent license to provide basic local exchange services in the zone and exchange areas throughout the incumbent local exchange territories of AT&T Michigan; Frontier North Inc.; and Frontier Midstates Inc., pursuant to Section 302(1) of the Michigan Telecommunications Act, MCL 484.2302(1) and;
- (3) grants such additional or further relief as may be necessary or appropriate.

Respectfully submitted,



By: _____

Patrick D. Crocker
Crocker & Crocker
107 W Michigan Ave, 4th Floor
Kalamazoo, MI 49007
Phone: 269-381-8893
patrick@crockerlawfirm.com

Date: 2/11/2018

Attorneys for
CMC TELECOM AND INTERNET, INC

STATE OF MICHIGAN

BEFORE THE MICHIGAN PUBLIC SERVICE COMMISSION

In the Matter of the Application of)
CMC TELECOM AND INTERNET, INC)
for Temporary and Permanent Licenses to)
Provide Basic Local Exchange Service)
Throughout the State of Michigan in the Zone)
and exchange areas served by AT&T Michigan,)
Frontier North Inc., Frontier Midstates Inc.)

Case No. U-18483

FIRST AMENDED

DIRECT TESTIMONY OF KRISTA K. CROCKER

ON BEHALF OF CMC TELECOM AND INTERNET, INC.

1 **Q. Please state your name, business address and telephone number.**

2 A. My name is Krista K. Crocker. My business address is 107 W Michigan Ave, 4th
3 Floor, Kalamazoo, MI 49007. My business telephone number is (213) 206-5069.

4 **Q. What is your position with CMC Telecom and Internet, Inc.?**

5 A. I am the President of CMC Telecom and Internet, Inc. ("CMCTI"), and Member of
6 its parent, NRC Runoff, LLC.

7 **Q. What is the purpose of your testimony in this proceeding?**

8 A. The purpose of my testimony is to describe the services that CMCTI proposes to
9 offer in Michigan, and to review issues related to CMCTI's request for a license to
10 provide such services. My testimony specifically addresses CMCTI's managerial,
11 technical, and financial competence to provide telecommunications services for
12 which authority is requested, and its compliance with the rules and policies of this
13 Commission.

14 **Q. Are you sponsoring any exhibits?**

15 A. Yes, I am sponsoring Exhibits A-1 through A-4.

16 **Q. Please describe the authority that CMCTI seeks from the Commission.**

17 A. CMCTI seeks authority to offer basic local exchange service in all the service areas
18 in which Michigan Bell Telephone Company, d/b/a AT&T Michigan ("AT&T"),
19 Frontier North Inc. and Frontier Midstates Inc. (collectively, "Frontier") are the
20 incumbent local exchange carriers.

21 **Q. Is CMCTI legally authorized to do business in Michigan?**

22 A. Yes. CMCTI's Articles of Incorporation are attached as **Exhibit A-1**.

23

1 **Q. Please describe your background in the telecommunications industry.**

2 A. I have over 25 years' experience in the telecommunications industry including
3 regulatory compliance, marketing, wholesale long distance and
4 telecommunications management.

5 **Q. Please describe CMCTI and the types of services that it will provide in**
6 **Michigan.**

7 A. CMCTI is a Michigan Corporation, incorporated on May 5, 2017, with its
8 headquarters in Kalamazoo, MI. CMCTI is a wholly-owned subsidiary of NRC
9 RUNOFF, LLC ("NRC Runoff") a Michigan Limited Liability Company. CMCTI
10 seeks authority to provide basic local exchange service in all the zone and
11 exchange areas in which AT&T and Frontier are the incumbent carriers. Attached
12 as Exhibit A-2 is a list of CMCTI's officers. Brief biographies of key personnel is
13 attached as Exhibit A-3. Based on my vast array of experience, I believe that
14 CMCTI will have no problem providing these services and competing in the
15 telecommunications market. Initially CMCTI intends to provide the same access
16 and exchange services currently provided in Michigan by CMC Telecom, Inc.
17 whose assets NRC Runoff purchased, as more fully described below.

18 **Q. Is CMCTI requesting a temporary license to begin providing services?**

19 A. Yes.

20 **Q. Please explain CMCTI's reasons for requesting a temporary license.**

21 A. As noted in the Application, on September 25, 2017, CMCTI's parent NRC Runoff
22 entered into an Asset Purchase Agreement with CMC Telecom, Inc. ("CMC") to
23 acquire the assets of that entity. CMC Telecom, filed a Voluntary Petition for

1 Reorganization under Chapter 11 of the Bankruptcy Code, *Re CMC Telecom, Inc.* Case
2 No. 15-50082 (Bankruptcy Court, ED Mich) and requested approval of the Bankruptcy
3 Court for the sale. However, prior to the provision of service in Michigan, the
4 Commission's issuance of a license must occur. Rapid deployment of service is
5 essential to the company's venture, and so CMCTI would like to commence
6 providing service as soon as possible. In order to do so, CMCTI must begin
7 negotiating interconnection agreements with AT&T and Frontier, and must
8 complete the installation of any facilities CMCTI needs in order to offer regulated
9 basic local exchange service. CMCTI needs a temporary license to begin
10 undertaking these initiatives.

11 **Q. Does CMCTI have adequate access to the capital necessary to provide**
12 **service in Michigan?**

13 **A.** Yes, CMCTI possesses the financial qualifications required of applicants for
14 licenses. CMCTI has access to the financing necessary to fulfill any obligations it
15 may undertake with respect to the operation and maintenance of the services
16 specified in this Application. Confidential **Exhibit A-4** contains a Profit and Loss
17 for CMCTI's affiliate which demonstrates that it has adequate capital available to
18 provide CLEC service in Michigan. CMCTI's affiliate will provide funding for funding
19 for CMCTI's operations in Michigan. Because CMCTI's affiliate is a privately held
20 company and its financial statements are not public information, I am requesting
21 confidential treatment of this exhibit pursuant to § 210 of the Michigan
22 Telecommunications Act ("MTA").

1 **Q. If authorized to provide local exchange services, will CMCTI abide by the**
2 **rules regulations, policies, and orders of the Commission, and the laws of**
3 **Michigan, in its provision of services?**

4 A. Yes.

5 **Q. Please describe the public interest benefits associated with CMCTI's**
6 **proposed offering of local services in Michigan.**

7 A. The Commission has stated on numerous occasions that promoting competition in
8 the provision of telecommunication services is in the public interest, and the MTA
9 was designed to promote increased competition in the telecommunications
10 market. The grant of CMCTI's Application will further the public interest by
11 expanding the availability to Michigan consumers of technologically advanced
12 telecommunication facilities and services. CMCTI's services benefit the public
13 directly, through the use of high-quality and reliable services, and indirectly,
14 because the presence of CMCTI in the market expands the market and will
15 increase the incentives for other telecommunications providers to operate more
16 efficiently, offer more innovative services, reduce their prices, and improve their
17 quality of service. Enhanced competition in telecommunications services will also
18 likely stimulate economic development in Michigan. Approval of CMCTI's
19 Application is, therefore, in the public interest because it will enhance the service
20 options available to users of telecommunication services in Michigan.
21 Furthermore, CMCTI will use state-of-the-art equipment in providing all of its
22 services. AT&T and Frontier should not be the only providers serving customers in
23 CMCTI's proposed service area.

1 **Q. Will CMCTI's pricing methods benefit the public interest?**

2 **A.** Yes. CMCTI will implement pricing plans that are competitive with AT&T and
3 Frontier.

4 **Q. Does CMCTI intend to provide service within one year of the date of receiving**
5 **its license?**

6 **A.** Yes, we intend to offer service within one year of the date a license is granted by
7 the Commission. As noted in the Application, on September 25, 2017, CMCTI's
8 parent NRC Runoff entered into an Asset Purchase Agreement with CMC
9 Telecom, Inc. ("CMC") to acquire the assets of that entity. CMC Telecom, filed a
10 Voluntary Petition for Reorganization under Chapter 11 of the Bankruptcy Code, *Re CMC*
11 *Telecom, Inc.* Case No. 15-50082 (Bankruptcy Court, ED Mich) and requested approval
12 of the Bankruptcy Court for the sale. However, prior to the provision of service in
13 Michigan, the Commission's issuance of a license, successful negotiation of
14 interconnection agreements with AT&T and Frontier, and the filing of a final tariff
15 with the Commission all must occur.

16 **Q. Is CMCTI prepared to file tariffs prior to providing service?**

17 **A.** Yes. On the Commission's granting of a license to CMCTI, and the completion of
18 negotiations with the incumbent carriers, CMCTI will promptly file a tariff that
19 complies with all Commission rules and regulations that lists the rates, terms, and
20 conditions of service.

21 **Q. Does this conclude your testimony?**

22 **A.** Yes.

First Amended
EXHIBIT A-1
Articles of Incorporation
Organizational Chart

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS

FILING ENDORSEMENT

This is to Certify that the ARTICLES OF INCORPORATION - PROFIT

for

CMC TELECOM AND INTERNET, INC.

ID NUMBER: 07458P

received by facsimile transmission on April 27, 2017 is hereby endorsed.

Filed on May 5, 2017 by the Administrator.

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



Sent by Facsimile Transmission

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 5th day of May, 2017.

Julia Dale

***Julia Dale, Director
Corporations, Securities & Commercial Licensing Bureau***

GSL/CD-500 (Rev. 08/15)

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

| | |
|---------------|--|
| Date Received | (FOR BUREAU USE ONLY) |
| | This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document. |

| | | |
|---|-------------|-------------------|
| Name Patrick D. Crocker | | |
| Address 107 W Michigan Avenue, 4th Floor | | |
| City Kalamazoo | State MI | ZIP Code 49007 |

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.

ARTICLES OF INCORPORATION
For use by Domestic Profit Corporations
(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned executes the following Articles:

ARTICLE I

The name of the corporation is:
CMC Telecom and Internet, Inc.

ARTICLE II

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

ARTICLE III

The total authorized shares:

1. Common Shares 60,000
Preferred Shares _____

2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

ARTICLE IV

1. The name of the resident agent at the registered office is: Patrick D. Crocker

2. The street address of the location of the registered office is:
107 W Michigan Avenue, 4th Floor, Kalamazoo, Michigan 49007
(Street Address) (City) (Zip Code)

3. The mailing address of the registered office if different than above:
_____, Michigan _____
(P.O. Box or Street Address) (City) (Zip Code)

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

| Name | Residence or Business Address |
|--------------------|---|
| Patrick D. Crocker | 107 W Michigan Avenue, 4th Floor, Kalamazoo, MI 49007 |
| | |
| | |
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| | |
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ARTICLE VI (Optional, Delete if not applicable)

When a compromise or arrangement or plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or an application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement of the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

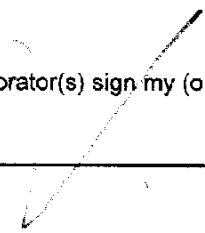
ARTICLE VII (Optional, Delete if not applicable)

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent shall bear the date of signature of the shareholder who signs the consent. Written consents are not effective to take corporate action unless within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

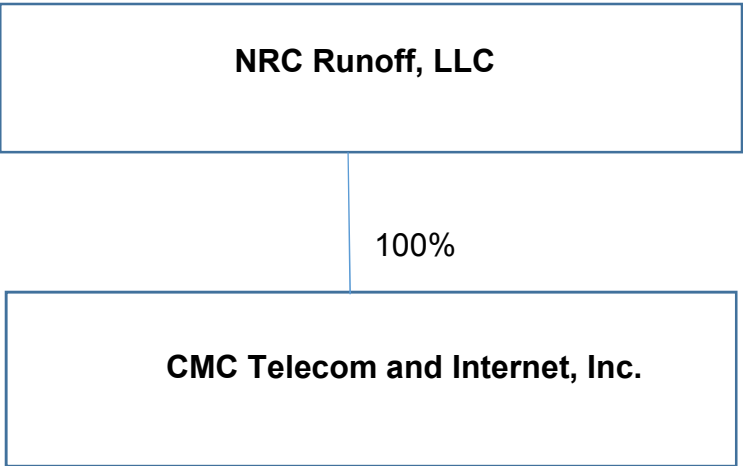
Prompt notice of taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented to the action in writing. An electronic transmission consenting to an action must comply with Section 407(3).

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

I, (We), the incorporator(s) sign my (our) name(s) this 30th day of March, 2017

| | |
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| | |

ORGANIZATIONAL CHART



**First Amended
EXHIBIT A-1-1
Affiliate Chart
(Confidential)**

**First Amended
EXHIBIT A-2
Officers**

Krista K. Crocker

President

James Grabowski

Vice President / Treasurer

Patrick D. Crocker

Secretary / General Counsel

First Amended

EXHIBIT A-3

Managerial Technical Qualifications

Key Personnel

Other Agencies

Krista Crocker, President

kristacrocker@aol.com

Professional experience includes 25 years' experience in the telecommunications industry.

- | | |
|----------------------|---|
| 2017 - Present | President of CMC Telecom and Internet, Inc. |
| 2016 – Present | Member of NRC Runoff, LLC |
| 2005 – Present | President of Silverman Enterprises, LLC, leads program marketing company. |
| 1996 – Present | President of SHC, a wholesale long distance company |
| 1992 – 1996 | Director of Regulatory Compliance of Great Lakes Telecommunications, a long distance reseller |
| Education: | Loyola University of Chicago 1988-1992 |
| Community Volunteer: | |
| 1996 – Present | Junior League of Kalamazoo Board of Directors 2000 – 2001 2002 – 2003 2005 – 2006 |
| 1998 – 2001 | Pretty Lake Vacation Camp - Board of Directors |
| 2001 – 2003 | The Montesorri School - Board of Directors |

Krista Crocker

Krista Crocker is President and 100% owner of NRC Runoff, LLC, the sole shareholder of CMC Telecom & Internet, Inc. Following the footsteps of her father, James Grabowski, Krista Crocker has owned and operated numerous successful business enterprises over the past twenty years. Krista's first venture involved The South Haven Company, Inc. (now known as, CMI Billing Services, Inc. ("CMI")). Since 1996, CMI has offered long distance and local phone carriers discounted wholesale underlying network services and support. In 2005, Krista formed Nationwide Regulatory Compliance, LLC. (now known as NRC Runoff, LLC, ("NRC")). NRC provided nationwide ongoing compliance support to over 100 private and public telecommunications companies until the sale of the business in 2014; thereafter, NRC actively invests in new business opportunities in the telecommunications and energy space. Also in 2005, Krista formed Silverman Enterprises, LLC ("Silverman"). Silverman originally conducted surveys in the fax broadcast space, and currently provides ringless voicemail leads in the energy market. Krista Crocker formed Volp Telecom, LLC to enter the non-regulated voice space. VoIP Telecom, LLC remains inactive to date.

In addition to her business interests, Mrs. Crocker actively supports the Kalamazoo Community and has served on a number of local Boards, including, the Montessori School, Junior League of Kalamazoo, and Pretty Lake Vacation Camp.

James Grabowski, Vice President / Treasurer

Jgrab3331@aol.com

| | |
|----------------|--|
| 2017 - Present | CMC Telecom and Internet, Inc. Treasurer |
| 1996 – Present | Owner of JG Core Group, a telecommunications consultant |
| 2006 – 2010 | Vice President of Cost Plus Communications, LLC |
| 2005 – 2008 | Vice President of IBFA Acquisition Company, LLC |
| 1991 – 1996 | Vice President of Great Lakes Telecommunications, a long distance reseller |
| 1985 – 1991 | Vice President of Promotional Services Group, a sale promotion agency |

James Grabowski

Mr. Grabowski serves as Vice-President and Treasurer for CMC Telecom & Internet, Inc.

Mr. Grabowski has actively engaged in the telecommunications space since 1991, owning local and long distance companies, and acting as an agent.

In 1991, Mr. Grabowski served as the Vice President and owner of Great Lakes Telecommunications which provided resold long distance services. In 2005, Mr. Grabowski held ownership and served as Vice President of IBFA Acquisition Company, LLC, which provided local exchange services in eleven states and long distance services in forty one states, until the sale of the company. Subsequently, Mr. Grabowski held ownership and served as Vice president of Cost Plus Communications, LLC, a local and long distance services provider in twelve states. Mr. Grabowski has served as a telecommunications consultant for over twenty five years.

Mr. Grabowski is a former American football player and broadcaster. He played college football at the University of Illinois and professionally in the National Football League (NFL) for the Green Bay Packers and the Chicago Bears. He was an analyst on Illinois football radio broadcasts for nearly 30 years, retiring after the 2006 season.

Patrick D. Crocker, Secretary / General Counsel

Telephone: 269-381-8893 Ext 226

patrick@crockerlawfirm.com

Professional experience includes 28 years' experience as a practicing attorney specializing in the area of telecommunications and technology.

2017 - Present CMC Telecom and Internet, Inc.
Secretary

2016-Present NRC Runoff, LLC
President

2008-Present Crocker & Crocker
President

Manager and director of the Telecommunications Law area of practice for the firm. He has represented hundreds of telecommunications companies with his primary focus to represent carriers (including CLECs) and other business owners who provide telecommunications services; including the regulated aspects of VOIP and Toll Conference Calling service providers. He practices before the FCC and State Regulatory Agencies and devotes most of his time to handling the special legal requirements of the highly regulated telecommunications industry in transactions involving the sale of telecom carriers; compliance with FCC and State regulations in all aspects of the business; advice and consultation regarding USF Fund issues, carrier contacts, tariff filings, and interconnection agreements. Mr. Crocker is currently licensed to practice in the State Michigan, but his practice has a national focus.

1989 - 2008 Early, Lennon, Crocker & Bartosiewicz, P.L.C.
Vice-President
Vice Chairman, Telecommunications and Technology Department

- Provide regulatory, strategic and transactional legal services to over 100 public and private telecommunication and technology clients nationwide. Such services include:
 - State and federal certification
 - Contract negotiations with underlying carriers
 - Business transactions
 - Formal and informal regulatory complaints
 - All stages of arbitration and litigation
 - Corporate Reorganization
 - Sale or acquisition of company assets, including customer base
 - Corporate mergers and acquisitions
 - Computer system contracts
 - Trademark licensing and registration
 - Entry into the electric resale market
 - Nationwide carrier compliance

EDUCATION: University of Michigan, BA 1986
University of Detroit, School of Law, JD 1989

Patrick Crocker

Mr. Crocker serves as Secretary and General Counsel to CMC Telecom & Internet, Inc.

Mr. Crocker has been providing professional legal services since 1990, and provided counsel nationwide to over 200 public and private in the telecommunications, energy, and supplement industries. Mr. Crocker's practice includes matters involving regulation by both federal and state agencies, appearing before the Federal Energy Regulatory Commission (FERC), Food and Drug Administration (FDA), Federal Trade Commission ((FTC), and Federal Communications Commission (FCC), along with the Public Utilities Commissions in every state in the United States. With wide knowledge in energy law and policy, and utility regulatory matters, Mr. Crocker regularly counsels clients on the handling the special legal requirements of the highly regulated energy, supplement and telecommunications industries in complex corporate transactions, enforcement defense and crisis management, and compliance with federal and state regulations in all aspects of the business.

Mr. Crocker has one son attending the University of Michigan, his alma mater, and another in high school. Both boys compete nationally on the tennis circuit.

Marzine Wood

Senior Technology Engineer

• DID (248) 896-5325 • mwood@cmctelecom.net

Technology Summary

Systems: Broadsoft, Lucent Compact Switch, Juniper, Adtran, Cisco, Trixbox
Databases: MS Access, Relational Databases
Software: MS Visio, MS Office, Asterisk, Wireshark
Skills: IP, VoIP, SIP, TDM, PSTN, SONET, Ethernet, ISDN, SNMP, TDM, LAN, WAN

IT Experience

CMC Telecom Inc. – Wixom, MI

- **Network Operations** (2006 to Present) Key member of a team responsible for maintaining a small ISP network including VoIP and PSTN solutions.

Selected Contributions:

- Troubleshoot and resolve customer issues during non-business hours as part of an on-call rotation. Track and escalate issues to outside service providers as needed.
 - Primary point of contact for network issues relating to VoIP, SS7 and 911
 - Key resource for troubleshooting customer and network issues and identifying errors on reports.
 - Configure and test customer integrated VoIP and data Adtran Total Access routers implementing QoS to ensure voice quality.
 - Maintain core network with a dozen servers, multiple routers and switches.
 - Configure IP firewalls to prevent unauthorized access and port forwarding for customers and core network.
 - T1 and voice wiring at customer sites.
 - Network setup at customer sites.
-

Sheri Waits

Provisioning Manager

☎ (248) 896-5323 ☎ swaits@cmctelecom.net

CMC Telecom Inc.

- **Provisioning/Customer Care** 2000-2009, 2011-Present

Selected Contributions:

- Provision lines within CMC's servers as well as outside vendor portals
- Order all customer circuits, toll free services, etc.
- Process all MAC-D orders
- Responsible for all NPAC and NRUF duties
- Process all port ins and port outs
- Input of all orders into billing system
- Answer customer service calls and resolve any issues with customer accounts
- Process customer payments
- Assist in carrier bill audits
- Provide backup support for all other departments

Rhoni Hamel

Director Of IT

- DID (248) 896-5311 & rhamel@cmctelecom.net

CMC Telecom, Inc Wixom, MI

Responsibilities

IT Administrator February 2000 – Present

- Solely responsible for all aspects of a multiple server company network, sustaining the highest possible integrity and security
- Migrated company servers through several OS upgrades: from Windows NT 4 to Windows Server 2012.
- Brought all company workstations from a combination of WFWG & Windows 95 through multiple OS upgrades to Windows 8.1 Pro
- Configure all new user's profiles and permissions, set up email accounts, and remote access when appropriate (active directory)
- Perform monthly maintenance, on all company workstations and servers to maintain highest possible performance and security levels
- Procure quotes for all new company hardware then configure and integrate such into company network upon arrival for optimum performance
- Installed and maintain WatchGuard Firewall
- Integrated and manage an online payment system with the company's billing database to increase client payment options
- Provide helpdesk type software support to all users, assisting with everything from how to send an email to complex formatting of detailed spreadsheets in MS Excel
- Back up company billing database for each billing cycle every month, archive, and then transferred it via FTP to billing/printing company
- Transfer processed billing cycle files from billing company via FTP and complete cycle imports for company access
- Administer all vendor web access portals, creating/deleting and maintaining users (i.e. AT&T, CLEC Online, Level3, etc)

Accounts Receivable Manager February 2000 – Present

- Created and implemented company collections procedures.
- Answer calls and emails regarding billing and payments
- Created and implemented court collection procedures
- Create and update aging reports
- Author dunning letter templates
- Send dunning letters / make collection calls
 - *Note – these two positions are held simultaneously*

ADDITIONAL SKILLS

Win95

Win98

WinNT

Win2000 Pro

WinXP Pro

Vista Pro

MS Sql

MS Publisher

Windows 7 Pro

Windows 8 & 8.1 Pro

Windows 10 Pro

MS NT4 Server

Win2000 Server

Win2003 Server

Win2012 Server

MS Active Directory

MS Front Page

MS Exchange Server 5.5

MS Exchange Server 2000

MS Exchange Server 2003

MS Office suites including MS Office 2007 Pro

Citrix Go To Assist

Hardware & software troubleshooting

Maintenance and Configuration for DNS & IIS

PayPal's 'PayFlowPro' web payment system

District court small claims policies and procedures

Debora G. Marrocco

Manager Of Customer Service

☎ DID (248) 896-5313 ☎ dmarrocco@cmctelecom.net

Job Related Training

Software MS Office, Technically Proficient in Excel, Word, and Outlook Programs; OmniBill
:

Customer Care Manager

CMC Telecom Inc. – Wixom, MI

- **Customer Care** (1999 to Present) Manager of the Customer Care Department

Selected responsibilities:

- Troubleshoot and resolve customer repair issues
 - Primary point of contact for customer orders and account changes
 - Responsible for review and composing new customer order summaries
 - Responsible for billing system auditing
 - Provide customer account analysis for management or sales reports
 - Carrier invoice auditing
 - Customer credit and debit review and posting
 - Special projects as requested
-

Nationwide Regulatory Compliance

Under the name Nationwide Regulatory Compliance, LLC, NRC Runoff, LLC offered ongoing regulatory compliance to over 100 companies in the telecommunications and technology space nationwide for over ten (10) years prior to selling substantially all the assets and customer base in 2014.

NRC Procurement, L.L.C. currently owns the assets and runs the business previously owned by NRC Runoff, LLC. NRC Runoff, LLC currently provides consulting to NRC Procurement, LLC. NRC Runoff, LLC will engage Nationwide Regulatory Compliance to handle the FCC Form 499 filings with USAC.

TAM Contract for Provision of TRS

CMC Telecom and Internet, LLC intends to contract with the Telecommunications Association of Michigan ('TAM") utilizing the Michigan Relay Center through Hamilton Relay for the provision of TRS services for its customers.

First Amended

EXHIBIT A-4

Financial Information

(Confidential)